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June 1, 1994

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

18826  
REGISTRATION NO. FILED 1425

JUN 1 - 1994 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Please find enclosed a Memorandum of Lease of Railroad Equipment dated as of April 21, 1994, between the following parties:

Lessor: Helm-Pacific Leasing  
One Embarcadero Center  
San Francisco, CA 94111

Lessee: ECDC Environmental, L.C.  
127 South 500 East, #675  
Salt Lake City, UT 84102

The equipment involved in this transaction includes:

Equipment: 50, 100-ton 6007-6550 cf Gondolas  
ECXX 94501-94550

Please record this agreement as a primary document. The filing fee of \$18 is enclosed. Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*counterparts May 20th*

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

June 1, 1994

OFFICE OF THE SECRETARY

MARY ANN OSTER  
OSTER RESEARCHING SERVICES  
12897 COLONIAL DRIVE  
MT. AIRY, MD 21771

Dear MS. OSTER:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on JUNE 1, 1994 at 10:00AM , and assigned  
recording number(s). 18826

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

JUN 1 - 1994 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") dated April 21, 1994 is intended to evidence the Lease of Railroad Equipment dated as of April 21, 1994 (the "Lease") between HELM-PACIFIC LEASING, a Nebraska joint venture (the "Lessor"), and ECDC ENVIRONMENTAL, L.C., a Utah limited liability company (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to Lease the railcars more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease on the date indicated below its signature.

## LESSOR

HELM-PACIFIC LEASING  
By: Helm Pacific Corporation  
its Joint Venturer

By: *D. L. Ellis*  
Title: PRESIDENT  
Date: 5/16/94

By: Union Pacific Venture  
Leasing, Inc., its  
Joint Venturer

By: *D. Chandler Lewis*  
Title: PRESIDENT - UPV  
Date: 5-9-94

## LESSEE

ECDC ENVIRONMENTAL, L.C.

By: *J. H. Morris*  
Title: VP Finance  
Date: 4/22/94

*pay*

SCHEDULE A

To the Memorandum of Lease of Railroad Equipment dated April 21, 1994  
between Helm-Pacific Leasing and ECDC Environmental, L.C.

Equipment Description:

Fifty (50), 100-ton, 6,007-6,550 cubic foot capacity, gondola  
railcars

Unit Numbers:

ECXX 94501-94550

PM

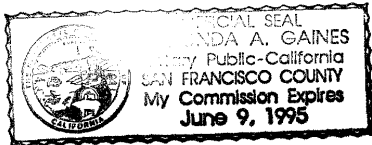
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On May 14, 1994, before me, Shirley A. Gaines  
personally appeared David R. Eckles, President of HELM PACIFIC  
CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity (ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed  
the instrument.

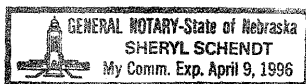


Witness my hand and official seal.

Shirley A. Gaines  
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA )  
COUNTY OF DOUGLAS ) §

On this 9<sup>th</sup> day of May, 1994, before me personally  
appears D. Chandler Lewis, to me personally known, who being  
by me duly sworn says that he is a President of  
**UNION PACIFIC VENTURE LEASING, INC.**, that said instrument was signed  
and sealed on behalf of said corporation by authority of its  
President and Directors and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation as  
a joint venture partner of Helm-Pacific Leasing.



Sheryl R. Schendt  
Notary Public

My Commission Expires: 4/9/96

[Notarial Seal]

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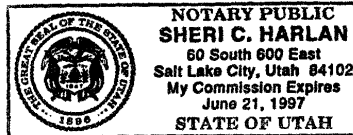
STATE OF UTAH                    )  
  ) §  
COUNTY OF SALT LAKE        )

On this 22nd day of April, 1994, before me personally appears J.J. Everest, II, to me personally known, who being by me duly sworn says that he is a V.P. - Finance of **ECDC ENVIRONMENTAL, L.C.**, that said instrument was signed and sealed on behalf of said limited liability company by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Sheri C. Harlan  
Notary Public

My Commission Expires: 6/21/97

[Notarial Seal]



*[Handwritten mark]*